

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

JACKSON COUNTY EMPLOYEES’)	Civil Action No. 3:18-cv-01368
RETIREMENT SYSTEM, Individually and on)	
Behalf of All Others Similarly Situated,)	<u>CLASS ACTION</u>
)	
Plaintiff,)	Hon. William L. Campbell, Jr.
)	Magistrate Judge Alistair Newbern
vs.)	
)	FINAL JUDGMENT AND ORDER OF
CARLOS GHOSN, et al.,)	DISMISSAL WITH PREJUDICE
)	
Defendants.)	
)	
)	

This matter came before the Court for hearing pursuant to the Order Preliminarily Approving Settlement and Providing for Notice (“Preliminary Approval Order”) dated May 26, 2022, on the application of the Settling Parties for approval of the Settlement set forth in the Stipulation of Settlement dated April 22, 2022 (the “Stipulation”). Due and adequate notice having been given to the Class as required in the Preliminary Approval Order, and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. This Final Judgment and Order of Dismissal with Prejudice (“Order and Final Judgment” or “Judgment”) incorporates by reference the definitions in the Stipulation, and all terms used herein shall have the same meanings as set forth in the Stipulation, unless otherwise set forth herein.

2. This Court has jurisdiction over the subject matter of the Litigation and over all Settling Parties to the Litigation, including all Members of the Class.

3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby affirms its determinations in the Preliminary Approval Order and finally certifies for purposes of settlement only: (i) a Class defined as all Persons who, between May 11, 2014 and November 16, 2018, inclusive, purchased or otherwise acquired Nissan American Depositary Receipts on the over-the-counter market and all citizens and residents of the United States who, between May 11, 2014 and November 16, 2018, inclusive, purchased or otherwise acquired Nissan common stock and (ii) Robbins Geller Rudman & Dowd LLP as Class Counsel. Excluded from the Class are Nissan, Carlos Ghosn, Greg Kelly, Hiroto Saikawa, Hiroshi Karube and Joseph G. Peter, current and former officers of Nissan, members of their immediate families and their legal representatives, heirs, successors or assign, agents, and any entity in which any Defendant, an immediate family member or a nominee has or had a controlling interest. Also excluded from the Class are those Persons who timely and validly requested exclusion from the Class as set forth in Exhibit A hereto.

4. For purposes of settlement only, the Court hereby affirms its determinations in the Preliminary Approval Order and finds that the prerequisites for a class action under Rules 23(a) and (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that: (a) the Members of the Class are so numerous that joinder of all Class Members in the class action is impracticable; (b) there are questions of law and fact common to the Class which predominate over any individual question; (c) the claims of the Plaintiffs are typical of the claims of the Class; (d) Plaintiffs and their counsel have fairly and adequately represented and protected the interests of the Class Members; and (e) a class action is superior to other available methods for the fair and efficient adjudication of the controversy, considering: (i) the interests of the Members of the Class in individually controlling the prosecution of the separate actions, (ii) the extent and nature of any litigation concerning the controversy already commenced by Members of the Class, (iii) the desirability or undesirability of

concentrating the litigation of these claims in this particular forum, and (iv) the difficulties likely to be encountered in the management of the class action.

5. Pursuant to Federal Rule of Civil Procedure 23, this Court hereby approves the Settlement set forth in the Stipulation and finds that: (a) said Stipulation and the Settlement contained therein are, in all respects, fair, reasonable and adequate and in the best interest of the Class; (b) there was no collusion in connection with the Stipulation; (c) the Stipulation was the product of informed, arm's-length negotiations among competent, able counsel; and (d) the record is sufficiently developed and complete to have enabled the Settling Parties to have adequately evaluated and considered their positions.

6. Accordingly, the Court authorizes and directs implementation of the terms and provisions of the Stipulation, as well as the terms and provisions hereof. Except as to any individual claim of those Persons (identified in Exhibit A attached hereto) who have validly and timely requested exclusion from the Class, the Court hereby dismisses with prejudice and without costs, the Litigation and all claims contained therein and all of the Released Claims as against the Released Persons, except as and to the extent provided in the Stipulation and herein.

7. Upon the Effective Date hereof, and as provided in the Stipulation, Class Representatives and each and all of the Class Members, other than those listed on Exhibit A hereto, and anyone claiming through or on behalf of any of them, including, but not limited to, their predecessors, agents, representatives, attorneys, affiliates, heirs, executors, administrators, successors, and assigns, shall be deemed to have, and by operation of this Order and Final Judgment shall have, fully, finally, and forever waived, released, relinquished, and discharged all Released Claims (including, without limitation, Unknown Claims), as well as any claims arising out of, relating to, or in connection with, the defense, settlement, or resolution of the Litigation or the

Released Claims, against the Released Persons, regardless of whether such Class Member executes and delivers a Proof of Claim and Release form, except that claims relating to the enforcement of the Settlement shall not be released.

8. Upon the Effective Date hereof, and as provided in the Stipulation, each of the Released Persons shall be deemed to have, and by operation of this Order and Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged Class Representatives, each and all of the Class Members, and Class Representatives' Counsel from all Settled Defendants' Released Claims, and shall forever be enjoined from prosecuting such claims, except for claims relating to the enforcement of the Settlement.

9. Upon the Effective Date hereof, and as provided in the Stipulation, Class Representatives, each and all of the Class Members, other than those listed on Exhibit A hereto, and anyone claiming through or on behalf of any of them, including, but not limited to, their predecessors, agents, representatives, attorneys, affiliates, heirs, executors, administrators, successors, and assigns, are forever barred and enjoined from commencing, instituting, asserting, maintaining, enforcing, prosecuting, or continuing to prosecute any action or proceeding in any forum (including, but not limited to, any state or federal court of law or equity, any arbitral forum, any tribunal, administrative forum, or the court of any foreign jurisdiction, or any other forum of any kind), any of the Released Claims (including, without limitation, Unknown Claims), as well as any claims arising out of, relating to, or in connection with, the defense, settlement or resolution of the Litigation or the Released Claims, against any or all of the Released Persons, regardless of whether such Class Member executes and delivers a Proof of Claim and Release form, except that claims relating to the enforcement of the Settlement shall not be released.

10. The terms of the Stipulation and of this Order and Final Judgment shall be forever binding on Class Representatives, all other Class Members, and Defendants (regardless of whether or not any individual Class Member submits a Proof of Claim and Release or seeks or obtains a distribution from the Net Settlement Fund), as well as their respective, heirs, executors, administrators, predecessors, successors, and assigns.

11. The Escrow Agent shall maintain the Settlement Fund in accordance with the requirements set forth in the Stipulation. No Released Person shall have any liability, obligation, or responsibility whatsoever for the administration of the Settlement or disbursement of the Net Settlement Fund.

12. The Notice of Proposed Settlement of Class Action given to the Class in accordance with the Preliminary Approval Order entered on May 26, 2022, was the best notice practicable under the circumstances, to all Persons entitled to such notice, of those proceedings and of the matters set forth therein, including the proposed Settlement set forth in the Stipulation. Said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23, the requirements of due process, the requirements of the PSLRA, and all other applicable law and rules. No Class Member is relieved from the terms of the Settlement, including the releases provided for therein, based on the contention or proof that such Class Member failed to receive actual or adequate notice. A full opportunity has been offered to the Class Members to object to the proposed Settlement and to participate in the hearing thereon. The Court further finds that the notice provisions of the Class Action Fairness Act, 28 U.S.C. §1715 were fully discharged and that the statutory waiting period has elapsed. Thus, the Court hereby determines that all Members of the Class are bound by this Judgment.

13. Separate orders shall be entered regarding the proposed Plan of Allocation and Class Counsel's motion for attorneys' fees and expenses as allowed by the Court. Any plan of allocation

submitted by Class Counsel or any order entered regarding any attorneys' fee and expense application shall in no way disturb or affect this Judgment and shall be considered separate from this Judgment.

14. Neither this Order and Final Judgment, the Stipulation, the Supplemental Agreement, nor any of their terms or provisions, nor any of the negotiations, discussions, proceedings connected thereto, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed to be or may be used as an admission of, or evidence of, the validity of any of the allegations in the Litigation or of the validity of any Released Claim, or of any wrongdoing or liability of the Released Persons; or (b) is, or shall be deemed to be, or shall be used as an admission of any fault or omission of any Released Person in any statement, release, or written documents issued, filed, or made; or (c) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of the Released Persons in any civil, criminal, or administrative proceeding in any court, arbitration proceeding, administrative agency, or forum or tribunal in which the Released Persons are or become parties; or (d) is or may be deemed to be or may be used as an admission or evidence that any claims asserted by Class Representatives were not valid or that the amount recoverable was not greater than the Settlement Amount, in any civil, criminal, or administrative proceeding in any court, administrative agency, or other tribunal. The Released Persons, Class Representatives, Class Members, and their respective counsel may file the Stipulation and/or this Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of res judicata, collateral estoppel, release, good faith settlement, judgment bar or reduction or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim. The Settling Parties may file the Stipulation and/or

this Judgment in any proceedings that may be necessary to consummate or enforce the Stipulation, the Settlement, or the Judgment.

15. Without affecting the finality of this Judgment in any way, this Court hereby retains continuing exclusive jurisdiction over: (a) implementation of this Settlement and any award or distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund; (c) hearing and determining applications for attorneys' fees and expenses and interest in the Litigation; and (d) all Settling Parties hereto for the purpose of construing, enforcing, and administering the Stipulation.

16. The Court finds that during the course of the Litigation, Plaintiffs and Defendants and their respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure 11.

17. In the event that the Settlement does not become effective in accordance with the terms of the Stipulation, or the Effective Date does not occur, or in the event that the Settlement Fund, or any portion thereof, is returned to Nissan as required under the terms of the Stipulation, then this Judgment shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Stipulation.


18. Without further approval from the Court, the parties are hereby authorized to agree and to adopt such amendments or modifications of the Stipulation or any exhibits attached thereto to effectuate the Settlement that: (i) are not materially inconsistent with this Order and Final Judgment; and (ii) do not materially limit the rights of Class Members in connection with the Settlement.

Without further order of the Court, the Settling Parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

19. The Court directs immediate entry of this Judgment by the Clerk of the Court.

IT IS SO ORDERED.

DATED: 10/7/2022



THE HONORABLE WILLIAM L. CAMPBELL, JR.
UNITED STATES DISTRICT JUDGE

EXHIBIT A

	Excluded Party	Sub-funds
1	Vladimir Karpinsky	
2	James Edward Ryan	
3	ECM Master Fund, Effissimo Capital Management Pte Ltd, Attn Director Hisaaki Sato	
4	ALPS Advisors	ALPS International Sector Dividend Dogs ETF
5	First Trust Exchange-Traded AlphaDEX Fund II	First Trust Developed Markets ex-US AlphaDEX Fund
		First Trust Japan AlphaDEX Fund
6	First Trust Exchange-Traded Fund II	First Trust NASDAQ Global Auto Index Fund
7	First Trust Exchange-Traded Fund III	First Trust Horizon Managed Volatility Developed International ETF
		First Trust RiverFront Dynamic Asia Pacific ETF
		First Trust RiverFront Dynamic Developed International ETF
8	First Trust Exchange-Traded Fund VI	Developed International Equity Select ETF
9	Wells Fargo Funds Trust	Wells Fargo Diversified International Fund
10	Wells Fargo Master Trust	Wells Fargo International Value Portfolio
11	Vanguard International Equity Index Funds	Vanguard FTSE All World ex-US Index Fund
		Vanguard Pacific Stock Index Fund
		Vanguard Total World Stock Index Fund
12	Vanguard Star Funds	Vanguard Total International Stock Index Fund
13	Vanguard Tax-Managed Funds	Vanguard Developed Markets Index Fund (127)
		Vanguard Developed Markets Index Fund (950)
14	Vanguard Whitehall Funds	Vanguard International High Dividend Yield Index Fund
15	Vanguard World Fund	Vanguard ESG International Stock ETF
16	Vanguard Fiduciary Trust Company Pacific Stock Index Trust	Vanguard Pacific Stock Index Trust (Fund 737)
17	DFA Investment Dimensions Group Inc	International Core Equity Portfolio
		International High Relative Profitability Portfolio
		International Sustainability Core 1 Portfolio
		International Vector Equity Portfolio
		Large Cap International Portfolio
		T.A. World ex U.S. Core Equity Portfolio
		Tax-Managed DFA International Value Portfolio
		VA International Value Portfolio
		World ex U.S. Core Equity Portfolio
18	DFA Investment Trust Company	DFA International Value Series
19	Lockheed Martin Investment Management Corp	Lockheed Martin Corporation Defined Contribution Plans Master Trust, DCMT TDF NON-U.S. HEXAVEST
		Lockheed Martin Corporation Master Retirement Trust, LOCKHEED HEED HEXAVEST GLOBAL
20	SPDR Index Shares Fund	SPDR MSCI ACWI Low Carbon Target ETF
		SPDR MSCI EAFE StrategicFactors ETF
		SPDR MSCI World StrategicFactors ETF
		SPDR Solactive Japan ETF
		SPDR Portfolio Developed World ex-US ETF
		SPDR Portfolio MSCI Global Stock Market ETF
		SPDR MSCI ACWI ex-US ETF
		SPDR MSCI EAFE Fossil Fuel Reserves Fee ETF
21	Global Managed Common Trust Funds, State Street Global Advisors Trust Co as TTEE	State Street World Enhance Securities Lending Common Trust Fund
22	Investment Funds for Tax Exempt Retirement Plans, State Street Global Advisors Trust Co as TTEE	State Street Daily MSCI EAFE Index Non-Lending Fund
		State Street International Index Securities Lending Series Fund
		State Street MSCI ACWI Minimum Volatility Index Non-Lending QIB Fund
		State Street MSCI EAFE Consumer Discretionary Index Non-Lending Fund
		State Street MSCI Japan Index Non-Lending Fund
		State Street World Developed Ex-US Index Securities Lending Series Fund
		State Street World Ex-US Index Non-Lending Series Fund
23	SSGa MSCI ACWI EX-USA Index Non-Lending Daily Trust, State Street Global Advisors Trust Co as TTEE	
24	State Street Institutional Investment Trust	State Street Global All Cap Equity ex-U.S. Index Portfolio
25	State Street Master Funds	State Street International Developed Equity Index Portfolio

	Excluded Party	Sub-funds
26	Schwab Capital Trust	Schwab Fundamental International Large Company Index Fund Schwab International Index Fund Laudus International MarketMasters Fund
27	Schwab Strategic Trust	Schwab Fundamental International Large Company Index ETF Schwab International Equity ETF
28	Russell Investments Funds	Russell Investments Funds International Developed Markets Fund
29	Russell Investments Trust Company	Russell Investments Trust Co Commingled Employee Benefit Tr International Fund Russell Investments Trust Co Commingled Employee Benefit Funds Trust Multi-Asset Core FD Russell Investments Tr Co Commingled Employee Benefit Funds Tr World Equity FD
30	North Dakota State Investment Board	
31	Nationwide Mutual Funds	Nationwide International Index Fund
32	Nationwide Variable Insurance Trust	NVIT International Index Fund NVIT Multi-Manager International Value Fund
33	Massachusetts Pension Reserves Investment Management Board	
34	John Hancock Exchange-Traded Fund Trust	JH Multifactor Developed International ETF
35	John Hancock Fund II	JHF II International Strategic Equity Allocation JHF II Sea International Fund
36	John Hancock Hedged Equity & Income Fund	JHF Hedged Equity & Income Fund
37	John Hancock Variable Insurance Trust	JHVIT International Equity Index Trust JHVIT Sea International Trust
38	Deutsche DWS Institutional Funds	DWS EAFE Equity Index Fund
39	College Retirement Equities Fund	CREF Stock Account
40	Deutsche DWS Institutional Funds Inc	Deutsche DWS CROCI International Fund
41	Deutsche DWS Market Trust	DWS Global Income Builder Fund
42	Deutsche DWS Variable Series I	DWS CROCI International VIP
43	Deutsche DWS Variable Series II	DWS Global Income Builder VIP
44	Colorado Public Employees Retirement Association	
45	California State Teachers' Retirement System	
46	California Public Employees' Retirement System	
47	Arizona PSPRS Trust	
48	Advisor Managed Trust on behalf of Tactical Offensive Equity Fund	AMT Tactical Offensive Equity
49	SEI Institutional Investments Trust	SIIT Global Managed Volatility SIIT World Select Equity
50	SEI Institutional Managed Trust	SIMT Tax-Managed International Managed Volatility
51	3M Employee Retirement Income Plan Trust	
52	Seasons Series Trust	SA Multi-Managed International Equity Portfolio
53	SunAmerica Series Trust	SA Putnam International Growth & Income Portfolio SA Legg Mason Tactical Opportunities Portfolio SA Blackrock Global Multi Asset Portfolio SA International Index Portfolio Variable Annuity Life Insurance Company I International Equities Index Fund
54	Valic Company I	EQ Advisors Tr- AXA International Core Managed Volatility Portfolio
55	EQ Advisors Trust	EQ Advisors Tr- AXA Global Equity Managed Volatility Portfolio EQ Advisors Tr-AXA International Managed Volatility Portfolio EQ Advisors Tr-AXA International Value Managed Volatility Portfolio EQ Advisors Tr-AXA/AB Dynamic Growth Portfolio EQ Advisors Tr- EQ/ALLIANCEBERNSTEIN International Portfolio EQ/ALLIANCEBERNSTEIN Dynamic Wealth Strategies Portfolio EQ Advisors Tr-ATM International Managed Volatility Portfolio EQ Advisors Tr-AXA/Templeton Global Equity Managed Volatility
56	TIAA-CREF Funds	TIAA-CREF International Equity Index Fund
57	Thrivent Core Funds	Thrivent Core International Equity Fund

	Excluded Party	Sub-funds
58	Thrivent Mutual Funds	Thrivent Moderate Allocation Fund
		Thrivent Aggressive Allocation Fund
		Thrivent Balance Income Plus Fund
		Thrivent Global Stock Fund (fka Large Cap Stock Fund)
		Thrivent Low Volatility Equity Fund
		Thrivent Diversified Income Plus Fund
		Thrivent Moderately Aggressive Allocation Fund
		Thrivent International Allocation Fund (fka Thrivent Partner Worldwide Allocation Fund)
59	Thrivent Series Funds	Thrivent Moderate Allocation Portfolio
		Thrivent Aggressive Allocation Portfolio
		Thrivent Balance Income Plus Portfolio
		Thrivent Global Stock Fund (fka Large Cap Stock Portfolio)
		Thrivent Low Volatility Equity Portfolio
		Thrivent Diversified Income Plus Portfolio
		Thrivent International Allocation Portfolio (fka Thrivent Partner Worldwide Allocation Portfolio)
		Thrivent Moderately Aggressive Portfolio
60	College Retirement Equities Fund	CREF Global Equities Account
61	State Street Global advisors Trust as trustee of World Index Common Trust Funds	State Street Factor-Based Non-Lending Common Trust Fund
		State Street FTSE RAFI Developed 1000 Index Non-Lending Common Trust Fund
		State Street MSCI ACWI EX USA IMI Screened Non-Lending Common Trust Fund
		State Street MSCI Japan Index Non-Lending Common Trust Fund
		State Street MSCI Pacific Screened Index Non-Lending Common Trust Fund
		State Street RAFI Fundamental Developed EX-US Index Non-Lending Common Trust Fund
		State Street Russell RAFI Global EX-U.S. Index Non-Lending Common Trust Fund